

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

ANGEL FRALEY; PAUL WANG; SUSAN
MAINZER; JAMES H. DUVAL, a minor, by
and through JAMES DUVAL, as Guardian ad
Litem; and W.T., a minor, by and through
RUSSELL TAIT, as Guardian ad Litem;
individually and on behalf of all others similarly
situated,

Plaintiffs,

v.

FACEBOOK, INC., a corporation; and DOES
1-100,

Defendants.

Case No. CV 11-01726 RS

**DECLARATION OF JENNIFER M.
KEOUGH REGARDING
SETTLEMENT ADMINISTRATION**

JENNIFER M. KEOUGH declares and states as follows:

1. I am Chief Operating Officer of The Garden City Group, Inc. (“GCG”). The following statements are based on my personal knowledge and information provided by other GCG employees working under my supervision and, if called on to do so, I could and would testify competently thereto.

2. GCG was selected and engaged by Defendants’ Counsel in the above-captioned litigation (the “Litigation”) to serve as Settlement Administrator for the Settlement as described in Paragraph 1.26 of the Amended Settlement Agreement and Release (the “Settlement Agreement”), preliminarily approved by this Court in the Preliminary Approval of Class Settlement and Provisional Class Certification Order, executed December 3, 2012 (the “Preliminary Approval Order”). I submit this Declaration in order to provide the Court and the Parties to this Litigation

1 with information regarding the Settlement Administration in accordance with the Preliminary
2 Approval Order and as set forth in the Settlement Agreement. Further, this Declaration reports on
3 the operation and maintenance of a dedicated Settlement Website and exclusion requests received.

4 **DISSEMINATION OF NOTICE**

5 3. **Email Notice.** GCG is informed by Defense Counsel that dissemination of e-mail
6 was handled directly by Facebook, Inc. ("Facebook"). Notices were first distributed to Class
7 Members as early as January 2, 2013.

8 4. **Publication Notice.** Pursuant to the Preliminary Approval Order and Paragraph
9 3.3(c) of the Settlement Agreement, GCG caused the Publication Notice, substantially similar to
10 Exhibit 4 of the Settlement Agreement, to be published in USA Today on January, 3, 2013,
11 January 16, 2013, and January 28, 2013. A true and correct copy of the Verification of Publication
12 for each insertion is attached hereto as Exhibit A. Also pursuant to Paragraph 3.3(c) of the
13 Settlement Agreement, on January 3, 2013, GCG caused the Publication Notice to be transmitted
14 by PR Newswire in both English and Spanish. A true and correct copy of the verification for the
15 PR Newswire transmission and a copy of the press release are attached as Exhibit B.

16 5. The Publication Notices provided the URL (Internet address) of the Settlement
17 Website. The Publication Notices informed Class Members that the deadline to make a claim,
18 submit a request for exclusion, or object to the Settlement was May 2, 2013, and that Class
19 Members could visit the Settlement Website for additional information in order to take these
20 actions.

21 6. **Settlement Website.** Pursuant to the Preliminary Approval Order and Paragraph
22 3.3(a) of the Settlement Agreement, GCG established an official website,
23 www.fraleyfacebooksettlement.com (the "Settlement Website"). The Long Form Notice, Claim
24 Form, and Opt-Out Form, substantially similar to Exhibits 2, 5, and 6 of the Settlement Agreement,
25 respectively, which were approved in Paragraph 3 of the Preliminary Approval Order, were posted
26 in PDF form on the Settlement Website, where they could be downloaded and/or printed. True and
27 correct copies of the Long Form Notice, Claim Form, and Opt-Out Form PDFs are attached as
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1 Exhibits C, D, and E, respectively. The Settlement Website also afforded Class Members the
2 opportunity to submit Claim Forms and Opt-Out Forms electronically. The Settlement Website
3 became available on January 2, 2013, and was and is still accessible 24 hours per day, seven days
4 per week. The Claim and Opt-Out Forms, both downloadable and online filing options, were
5 disabled upon expiration of the May 2, 2013 filing deadline. As of May 2, 2013, the Settlement
6 Website received 2,227,455 visits.

7 7. The Settlement Website also includes PDF copies of the following court filings:
8 Second Amended Class Action Complaint for Damages, Joint Motion for Preliminary Approval of
9 Revised Settlement, Plaintiffs' Memorandum of Law in Support of Joint Motion for Preliminary
10 Approval of Class Action Settlement (Redacted). Declaration of Robert S. Arns in Support of Joint
11 Motion for Preliminary Approvals of Class Action (inclusive of all exhibits), Declaration of
12 Jonathan E. Davis in Support of Joint Motion for Preliminary Approval of Class Action (inclusive
13 of all exhibits), Declaration of Phillip Alman, PH.D. Regarding the Value of Injunctive Relief,
14 Declaration of Fernando Torres Regarding the Value of Injunctive Relief (inclusive of its exhibit),
15 Defendant Facebook, Inc.'s, Memorandum of Points & Authorities in Support of Joint Motion for
16 Preliminary Approval of Revised Settlement, Declaration of Michael G. Rhodes in Support of Joint
17 Motion for Preliminary Approval of Revised Settlement (inclusive of all exhibits), Declaration of
18 James C. Squires in Support of Joint Motion for Preliminary Approval of Revised Settlement,
19 Declaration of Christopher Plambeck in Support of Joint Motion for Preliminary Approval of
20 Revised Settlement, Declaration of Matthew D. Brown in Support of Joint Motion for Preliminary
21 Approval of Revised Settlement (inclusive of all exhibits), Declaration of Jennifer M. Keough in
22 Support of Joint Motion for Preliminary Approval of Revised Settlement (inclusive of all exhibits),
23 Amended Settlement Agreement and Release (inclusive of all exhibits), Preliminary Approval of
24 Class Settlement and Provisional Class Certification Order, Plaintiffs' Motion and Memorandum
25 of Law in Support of Motion for Attorneys' Fees and Costs and Class Representatives' Service
26 Awards, Declaration of Robert S. Arns in Support of Motion for Attorneys' Fees and Costs and
27 Class Representatives' Service Awards (inclusive of all exhibits), Declaration of Richard M. Pearl
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1 in Support of Motion for Attorneys' Fees and Costs and Class Representatives' Service Awards
2 (inclusive of all exhibits), Declaration of Jonathan M. Jaffe in Support of Motion for Attorneys'
3 Fees and Costs and Class Representatives' Service Awards (inclusive of its exhibit), and Proposed
4 Order Granting Motion for Attorneys' Fees, Costs, and Class Representative Award.

5 8. Pursuant to Paragraph 6(c) of the Preliminary Approval Order, the Settlement
6 Website also informed Class Members that in order to object to the Settlement, the attorneys' fees
7 and costs sought by Class Counsel, or the service award to the Representative Plaintiffs, Class
8 Members had to deliver a written Objection to the Settlement Administrator by mail or email, or, if
9 represented by counsel, file their Objection with the Court. The Settlement Website informed
10 Class members, pursuant to Paragraph 6(a) of the Preliminary Approval Order, that valid
11 Objections must be verified by a declaration under the penalty of perjury or a sworn affidavit, and
12 include (a) the name of the Action and case number, "*Fraley v. Facebook, Inc.*, Case No. CV-11-
13 01726 RS"; (b) the full name, address, telephone number, and email address associated with the
14 Facebook account of the person objection; and (c) an explanation detailing the specific reasons for
15 each Objection, including any legal and factual support the objector wishes to bring to the Court's
16 attention and any evidence the objector wishes to introduce in support of the Objection(s).

17 9. Long Form Notice. The 14-page Long Form Notice provided substantial
18 information about the case and the Settlement, and included an Exhibit providing examples of
19 Sponsored Stories. It identified the Parties, and described the claims in the case, the Settlement
20 terms, and the Settlement Class definition. The Long Form Notice explained the binding effect of a
21 class judgment, so as to allow Class Members to make an informed choice to accept or reject the
22 Settlement. Additionally, it described the particulars of the class relief and other benefits to the
23 Class. It also disclosed Class Counsel's request for attorneys' fees and costs as well as a request for
24 service awards for the Representative Plaintiffs. Further, the Long Form Notice contained detailed
25 instructions for requesting exclusion from, objecting to, or participating in the Settlement, as well
26 as the schedule for the hearings on final approval and approval of attorneys' fees and costs and the
27 service award for the Representative Plaintiffs. Both the Email Notice and Publication Notices
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1 directed potential Class members to the Long Form Notice on the Settlement Website. Every page
2 of the Long Form Notice states: "QUESTIONS? VISIT
3 WWW.FRALEYFACEBOOKSETTLEMENT.COM. As described above, a true and correct copy
4 of the Long Form Notice is attached as Exhibit C.

5 10. Each of the Long Form, Email, and Publication Notices informed Class Members
6 that the deadline to make a Claim, request exclusion from, or object to the Settlement was May 2,
7 2013.

8 **INQUIRIES FROM CLASS MEMBERS**

9 11. Pursuant to Paragraph 3.5 of the Settlement Agreement, GCG established an email
10 account (gcg@fraleyfacebooksettlement.com) and P.O. Box (*Fraley v. Facebook, Inc.* Settlement,
11 c/o GCG, P.O. Box 35009, Seattle, WA 98124-1009) to which Class Members could submit
12 questions regarding the Settlement. GCG monitored and continues to monitor the email account
13 and P.O. Box and promptly responded to inquiries received from Class Members. The email
14 address was listed on each of the Long Form, Email, and Publication Notices. As of May 2, 2013,
15 GCG received 18,504 emails from Class Members.

16 **EXCLUSION REQUESTS**

17 12. Pursuant to Paragraph 7 of the Preliminary Approval Order and Paragraph 3.8 of the
18 Settlement Agreement, Class Members who wished to be excluded from the Settlement were
19 required to submit their exclusion requests to GCG via the Settlement Website, e-mail, or physical
20 mail no later than May 2, 2013. If submitted by physical mail, the Opt-Out form needed to be
21 postmarked by that date. As of June 6, 2013, GCG had received 6,946 timely exclusion requests
22 from Class Members, of which 62 were submitted via physical mail or e-mail and 6,884 were
23 received via the Settlement Website. As of June 6, 2013, GCG had received one late request for
24 exclusion.

25 **OBJECTIONS**

26 13. Pursuant to Paragraph 6 of the Preliminary Approval Order and Paragraph 3.7
27 Settlement Agreement, Class Members who wished to object to the Settlement were required to
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1 file their Objection(s) no later than May 2, 2013. If submitted by physical mail, the Objection
2 needed to be postmarked by that date. GCG received Objections by physical mail and email. In
3 addition, GCG was provided with copies of Objections filed directly with the Court. As of the May
4 2, 2013, deadline, seventeen (17) Objections that complied with the requirements of the Settlement
5 Agreement and Preliminary Approval Order had been received by the Court and/or the Settlement
6 Administrator. In addition, Class Members submitted 87 Objections that did not conform to the
7 requirements of the Settlement Agreement and Preliminary Approval Order. GCG prepared a chart
8 that lists each of the objections received by GCG and/or filed with the Court. The chart indicates
9 for each Objection whether it conforms to the requirements of the Settlement Agreement and
10 Preliminary Approval Order. For those Objections that do not comply with the requirements, the
11 chart gives the reason(s) why the Objection did not conform. A true and correct copy of that
12 document was filed with the Court on June 6, 2013. (Dkt No. 335).

13 CLAIMS

14 14. Pursuant to Paragraph 4 of the Settlement Agreement and Paragraph 5 of the
15 Preliminary Approval Order, Class Members who wished to submit a Claim Form for payment
16 were required to do so no later than May 2, 2013. The Settlement Administrator accepted and
17 received claims via Priority Mail and First Class mail, including with Certified Mail service, which
18 allows for tracking and delivery confirmation. In addition, Class Members were allowed to submit
19 Claims via email or directly on the Settlement Website. As of June 6, 2013, GCG received 3,636
20 timely Claim Forms submitted by physical mail or email. The Settlement Website received
21 782,547 Claim submissions. As part of GCG's standard audit and de-duplication process, GCG
22 identified 167,553 duplicate claims, of which 157,565 were filed by one individual, Antoine
23 Touze. After reviewing for duplicate claims, GCG determined 614,994 unique claims were timely
24 submitted for payment.

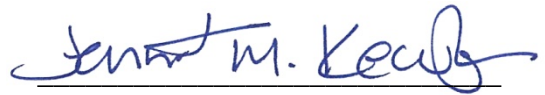
25 SETTLEMENT ADMINISTRATOR FEES AND EXPENSES

26 15. Through April 30, 2013, GCG has billed \$447,777.71 in fees and expenses for
27 administering the Settlement, including providing Publication Notice, setting up the Settlement
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1 Website, and processing Claim Forms. GCG has billed and incurred \$1,050.50 in fees and
2 expenses related to its work as Escrow Agent. GCG's estimate for remaining fees and expenses,
3 including additional Escrow Agents fees and the costs of paying claims is \$487,000. Accordingly, I
4 estimate that GCG's total fees and expenses if there are not further changes in the scope of our
5 responsibilities will be no more than \$940,000.

6
7 I declare under the penalty of perjury under the laws of the United States of America that
8 the foregoing is true and correct.

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10 Executed this 7th day of June, 2013, at Seattle, Washington.

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12 
13 Jennifer M. Keough